

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

THOMPSON CROSSING METROPOLITAN DISTRICT NO. 5

Held: Tuesday, November 2, 2021 at 7:30 a.m. via online meeting at <https://us02web.zoom.us/j/85936969958?pwd=ZfViekFFVfHnCcEd0MnJQU0tYMG0vUT09> and via telephone at 1-346-248-7799, Meeting ID: 859 3696 9958, Passcode: 187034.

Attendance:

A special meeting of the Board of Directors of the Thompson Crossing Metropolitan District No. 5 was scheduled in compliance with the laws of the State of Colorado.

The following directors were present:

Brandon Wyszynski, President (*via video/telephone conference*)
Ross Blackmer, Secretary (*via video/telephone conference*)
Alexander B. Pankonin, Treasurer (*via video/telephone conference*)
Chris Carlton, Assistant Secretary (*via video/telephone conference*)

The following directors were absent (*absence excused*):

Bruce Rau, Assistant Secretary

Also present were: Emma Francis, MSI, LLC (*via video/telephone conference*); Brittany Barnett, Timberline District Consulting, LLC (*via video/telephone conference*); Shelby Clymer, CliftonLarsonAllen LLP (*via video/telephone conference*); Jennifer L. Ivey, Icenogle Seaver Pogue, P.C. (*via video/telephone conference*); the following members of the Boards of Directors of Thompson Crossing Metropolitan District No. 4 and Thompson Crossing Metropolitan District No. 6: Elaine Hoffman and Danny Fernandez (*all via video/telephone conference*); Todd Bloom, Oakwood Homes (*via video/telephone conference*); and five members of the public (*all via video/telephone conference*).

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Call to Order: Noting the presence of a quorum the special meeting of the Board of Directors of the Thompson Crossing Metropolitan District No. 5 was called to order.

Director Matters/
Disclosure Matters: Ms. Ivey then advised the Board that pursuant to Colorado law, certain disclosures by the Board members may be required prior to taking official action at the meeting. The Board then reviewed the agenda for the meeting, following which each Board member confirmed the contents of any written disclosures previously made, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting. Additionally, the Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

Director Wyszynski disclosed his interests and association with Clayton Properties Group II, Inc., a Colorado corporation, and noted his board membership on each of the Thompson Crossing Metropolitan District Nos. 3, 4, & 6; Central Adams County Water & Sanitation District; Green Valley Ranch East Metropolitan District Nos. 6, 7 & 8; Second Creek Ranch Water & Sanitation District; and Erie Highlands Metropolitan District Nos. 4, 5 & 6. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Blackmer disclosed his interests and association with Clayton Properties Group II, Inc., a Colorado corporation and developer within the boundaries of the District and noted his board membership on Thompson Crossing Metropolitan District No. 3. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Pankonin disclosed his interests and association with Clayton Properties Group II, Inc., a Colorado corporation and developer within the boundaries of the District and noted his board membership on Thompson Crossing Metropolitan District No. 3. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Carlton disclosed his interests and association with Clayton Properties Group II, Inc., a Colorado corporation, d/b/a Oakwood Homes, and noted his board membership on Thompson Crossing

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Metropolitan District No. 3; Erie Highlands Metropolitan District Nos. 2, 3, 4 & 5; Green Valley Ranch East Metropolitan District Nos. 6, 7 & 8; Central Adams County Water & Sanitation District; and Second Creek Ranch Metropolitan District. This disclosure is associated with approval of items on the agenda that may affect his interests.

Ms. Ivey advised that written disclosures of these interests were filed with the Secretary of State at least seventy-two hours prior to the meeting.

Approval of/Additions to/Deletions from the Agenda:

After review and discussion, and upon motion by Director Blackmer, second by Director Wyszynski and unanimous vote the Board approved the agenda with the addition of Ratification of 2020 Audit Exemption under Financial Items.

Public Comment For Matters Not on the Agenda:

None.

Approval of Minutes -
January 26, 2021
Regular Meeting:

After review and discussion, and upon motion by Director Wyszynski, second by Director Carlton and unanimous vote, the Board of Directors approved the minutes of its January 26, 2021 regular meeting.

October 18, 2021
Consolidated Special
Meeting Study
Session:

After review and discussion, and upon motion by Director Wyszynski, second by Director Carlton and unanimous vote, the Board of Directors approved the minutes of its October 18, 2021 consolidated special meeting study session.

Legal Matters -

Annual Resolution,
Election of Officers
and Regular Meeting
Date/Location:

Ms. Ivey presented to and reviewed with the Board a resolution, prepared annually to handle the District's ongoing operation and business. After review and discussion, upon motion by Director Blackmer, second by Director Wyszynski, and unanimous vote, the Board of Directors approved the resolution including the election of the following officers to the Board of Directors and regular meeting date/location:

President/Chairman: Brandon Wyszynski
Secretary: Ross Blackmer

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Treasurer: Alexander B. Pankonin
Assistant Secretary: Bruce Rau
Assistant Secretary: Chris Carlton

First Tuesday in November, at 7:30 A.M. via Zoom.

Election Resolution: Ms. Ivey presented to and reviewed with the Board the 2022 Regular Special District Election Resolution. Following discussion and upon motion by Director Wyszynski, second by Director Blackmer and unanimous vote, the Board of Directors approved the 2022 Regular Special District Election Resolution and designated publication in the newspaper as the second means of providing the call for nominations.

Resolution Designating an Official Custodian for the Colorado Open Records Act: Ms. Ivey presented to and reviewed with the Board a Resolution Designating an Official Custodian for Purposes of the Colorado Open Records Act, Sections 24-72-200.1 *et seq.*, C.R.S. and proposed rules to be adopted by the Official Custodian. Following discussion and upon motion by Director Blackmer, second by Director Wyszynski and unanimous vote, the Board of Directors adopted and approved the Resolution

Official Custodian Adoption of Rules Related to Requests for Inspection of Public Records Pursuant to Colorado Open Records Act: The Official Custodian adopted the Rules Related to Requests for Inspection of Public Records Pursuant to the Colorado Open Records Act, Sections 24-72-200.1 *et seq.*, C.R.S.

2021 Legislative Report: Ms. Ivey presented to and reviewed with the Board a memorandum regarding 2021 Legislation.

Website Compliance: Ms. Ivey presented to and reviewed with the Board a memorandum regarding website compliance.

Financial Matters - Interim Financial Report: None.

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2020 Audit Exemption: Ms. Clymer reviewed with the Board the 2020 Audit Exemption. Following discussion and upon motion by Director Blackmer, second by Director Wyszynski and unanimous vote, the Board of Directors ratified the 2020 Audit Exemption.

Public Hearing on Proposed 2022 Budget: Upon motion by Director Wyszynski, second by Director Blackmer and unanimous vote, the Board of Directors opened a public hearing on the proposed 2022 budget consistent with published notice. There appearing no member of the public wishing to speak on the budget, upon motion by Director Wyszynski, second by Director Blackmer and unanimous vote, the Board of Directors closed the public hearing.

Resolution Approving Proposed 2022 Budget, Certification of Mill Levy, and Appropriate Sums of Money: Ms. Clymer reviewed with the Board the proposed 2022 budget and Ms. Ivey presented to the Board of Directors a resolution for approval and adoption of the 2022 budget, appropriating funds therefore and certification of a mill levy thereunder. After review and discussion, upon motion by Director Wyszynski, second by Director Blackmer and unanimous vote, the Board of Directors approved the resolution adopting the 2022 budget and appropriating the funds to the approved budget and certifying the mill levies as provided in the budget.

Public Hearing on Petition concerning the proposed Inclusion of Real Property within the District: Upon motion by Director Wyszynski, second by Director Blackmer and unanimous vote, the Board of Directors opened a public hearing on Petition concerning the proposed Inclusion of Real Property within the District consistent with published notice. There appearing no member of the public wishing to speak on the petition concerning the proposed inclusion, upon motion by Director Blackmer, second by Director Carlton and unanimous vote, the Board of Directors closed the public hearing.

Consider Approval of Resolution Approving the Petition for Inclusion of Property within the District: Ms. Ivey presented to the Board of Directors a Resolution Approving the Petition for Inclusion of Property within the District. After review and discussion, upon motion by Director Wyszynski, second by Director Blackmer and unanimous vote, the Board of Directors approved the resolution approving the petition for inclusion of property within the District.

2021 Bond Issuance:

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Consider
Approval/
Ratification of
Engagement of
Piper Sandler as
Underwriter:

Ms. Ivey presented to and reviewed with the Board an engagement letter from Piper Sandler for Underwriter Services. After review and discussion, upon motion by Director Blackmer, second by Director Wyszynski and unanimous vote, the Board of Directors approved the engagement letter from Piper Sandler for Underwriter Services.

Consider
Approval/
Ratification of
Engagement of
Sherman &
Howard, L.L.C. as
Bond Counsel:

Ms. Ivey stated that an engagement letter from Sherman & Howard, L.L.C for Bond Counsel Services will be provided and reviewed. After discussion, upon motion by Director Wyszynski, second by Director Blackmer and unanimous vote, the Board of Directors approved the engagement letter from Sherman & Howard, L.L.C for Bond Counsel Services.

District Manager's
Report:

Ms. Barnett reviewed the Manager's Report included in the meeting packet during the District No. 3 meeting. There was no specific discussion related to this item

Other Business:

None.

Adjournment:

There being no further business to come before the Board of Directors, upon motion of Director Wyszynski, second of Director Carlton, and unanimous vote the meeting was adjourned.

DocuSigned by:

Ross Blackmer

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Secretary of the District